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To: Florida Division of Corporations

From: Ronnie Campbell C/O Capitol Services, Inc.

Date: 7/22/2024

Trans#: 1479719

Entity Name: SAR Capital Holdings, Inc.

Articles Incorporation (XXX) ☒

Articles of Dissolution () ☐

Conversion () ☐

Foreign Qualification () ☐

Limited Partnership () ☐

Reinstatement () ☐

Other () ☐

Articles of Amendment () ☐

Annual Report () ☐

Fictitious Name () ☐

Limited Liability () ☐

Merger () ☐

Withdrawal / Cancellation () ☐

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Good Standing () ☐

Certificate of Fact () ☐



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**ARTICLES OF INCORPORATION OF
SAR CAPITAL HOLDINGS, INC.,**

a Florida corporation

(Pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"))

THE UNDERSIGNED, acting as sole incorporator of **SAR CAPITAL HOLDINGS, INC.**, a Florida corporation (the "Corporation"), under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE:
NAME

The name of this corporation is **SAR CAPITAL HOLDINGS, INC.**

ARTICLE TWO:
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 3117 Edgewater Drive, Orlando, Florida 32804.

ARTICLE THREE:
REGISTERED OFFICE AND AGENT

The mailing address and street address of the registered office of the Corporation are 3117 Edgewater Drive, Orlando, Florida 32804. The name of the registered agent of the Corporation is Anne V. Stokes.

ARTICLE FOUR:
DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE FIVE:
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE SIX:
CAPITAL STOCK

The Corporation is authorized to issue and sell up to eleven thousand (11,000) shares of common stock, of which one thousand (1,000) shares shall be shares of Class A Voting Common Stock with a par value of \$0.001 and ten thousand (10,000) shares shall be shares of Class B Non-Voting Common Stock with a par value of \$0.001.

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STATE OF FLORIDA

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A Voting Common Stock of this Corporation shall be entitled to one (1) vote for each share of Class A Voting Common Stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B Non-Voting Common Stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B Non-Voting Common Stock, shall be identical in all respects to those of the shares of Class A Voting Common Stock. Accordingly, each share of common stock, both Class A Voting Common Stock and Class B Non-Voting Common Stock, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A Voting Common Stock and Class B Non-Voting Common Stock in proportion to the number of shares held by the holders of such shares.

ARTICLE SEVEN BYLAWS

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE EIGHT INDEMNIFICATION

A. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Act.

B. Insurance. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. Limitation of Director Liability. The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the

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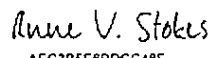
fullest extent permitted by the Act, as so amended.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article Eight by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

ARTICLE NINE
INCORPORATOR

The name of the sole incorporator of the Corporation is **ANNE V. STOKES**. The mailing address and street address of the sole incorporator of the Corporation is 3117 Edgewater Dr. Ste C, Orlando, Florida 32804.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator of this Corporation on this 19th day of July, 2024.

DocuSigned by:

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Anne V. Stokes, sole incorporator

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JUL 22 2024

ACCEPTANCE OF APPOINTMENT

BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article Three of the foregoing Articles of Incorporation of **SAR CAPITAL HOLDINGS, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 19th day of July, 2024.

REGISTERED AGENT:

DocuSigned by:
Anne V. Stokes
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Anne V. Stokes

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MIAMI, FLORIDA